

TRACTOR SUPPLY CO /DE/

Form 4

January 12, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANDFORT GREGORY A

(Last) (First) (Middle)

C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
TRACTOR SUPPLY CO /DE/  
[TSCO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>stock                       | 01/08/2015                              |   | M <sup>(1)</sup>                     | V Amount (D)<br>27,420 A<br>(1) 13.1038                                 | \$ 62,622  | D   |   |
| Common<br>stock                       | 01/08/2015                              |   | S <sup>(1)</sup>                     | 27,420 D<br>(1) 80.0063   | \$ 35,202  | D   |   |
| Common<br>stock                       | 01/08/2015                              |   | M <sup>(1)</sup>                     | 25,896 A<br>(1) 25.8475   | \$ 61,098  | D   |   |
| Common<br>stock                       | 01/08/2015                              |   | S <sup>(1)</sup>                     | 25,896 D<br>(1) 80.0063   | \$ 35,202  | D   |   |
| Common<br>stock                       | 01/08/2015                              |   | M <sup>(1)</sup>                     | 22,636 A<br>(1) 42.54   | \$ 57,838  | D   |   |

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|              |            |                  |        |                  |            |         |   |                     |
|--------------|------------|------------------|--------|------------------|------------|---------|---|---------------------|
| Common stock | 01/08/2015 | S <sup>(1)</sup> | 22,636 | D <sup>(1)</sup> | \$ 80.0063 | 35,202  | D |                     |
| Common stock |            |                  |        |                  |            | 1,254   | I | Stock Purchase Plan |
| Common stock |            |                  |        |                  |            | 105,855 | I | LLC II              |
| Common stock |            |                  |        |                  |            | 86,296  | I | LLC I               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee stock option                      | \$ 13.1038   | 01/08/2015                           |  | M                              | 27,420  | <sup>(2)</sup> 02/03/2020                                | Common stock 82,264   |
| Employee stock option                      | \$ 25.8475   | 01/08/2015                           |  | M                              | 25,896  | <sup>(3)</sup> 02/02/2021                                | Common stock 77,688   |
| Employee stock option                      | \$ 42.54   | 01/08/2015                           |  | M                              | 22,636  | <sup>(4)</sup> 02/08/2022                                | Common stock 67,908   |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| SANDFORT GREGORY A<br>C/O TRACTOR SUPPLY COMPANY | X             |           | President CEO |       |

5401 VIRGINIA WAY  
BRENTWOOD, TN 37027

## Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as  
Attorney-in-fact

01/12/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was made pursuant to a 10b5-1 plan established by Mr. Sandfort on 11/10/14.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 3, 2011, 33 1/3% on February 3, 2012 and 33 1/3% on February 3, 2013.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014.
- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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